

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

STICHTING PENSIOENFONDS ABP,

Plaintiff,

v.

ALLY FINANCIAL INC. et al.,

Defendants.

Case No. 12-cv-1381 (ADM) (TNL)

**DECLARATION OF GEOFFREY C. JARVIS IN SUPPORT OF
PLAINTIFF'S OMNIBUS MEMORANDUM OF LAW IN OPPOSITION TO
DEFENDANTS' MOTIONS TO DISMISS THE COMPLAINT**

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September 14, 2012

*Counsel for Plaintiff Stichting Pensioenfond
ABP*

GEOFFREY C. JARVIS hereby declares under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am a director of Grant & Eisenhofer P.A. (“Grant & Eisenhofer”), counsel for Plaintiff Stichting Pensioenfonds ABP (“Plaintiff”). I submit this Declaration in support of Plaintiff’s Omnibus Memorandum of Law in Opposition to Defendants’ Motion to Dismiss the Complaint. I am familiar with the facts set forth below and able to testify to them.

2. Attached hereto as Exhibit A is a true and correct copy of transcript of oral argument in *Stichting Pensioenfonds ABP v. ACE Sec. Corp.*, No. 652460/2011 (Sup. Ct. N.Y. Cnty. July 27, 2012) (Oing, J.).

3. Attached hereto as Exhibit B is a true and correct copy of the Affidavit of Thomas Priore in furtherance of Triaxx’s Motion Pursuant to Bankruptcy Rule 2004 Authorizing the Issuance of Subpoenas for the Production of Documents and the provision of testimony by the Settling Certificateholders in *In re Residential Capital, LLC*, No. 12-12020 (MG) (Bankr. S.D.N.Y. Aug. 14, 2012).

4. Attached hereto as Exhibit C is a true and correct copy of the complaint filed in *Fed. Housing Fin. Agency v. Ally Fin. Inc.*, No. 11 Civ. 7010 (DLC), (Sup. Ct. N.Y. Cnty. Sept. 2, 2011).

5. Attached hereto as Exhibit D is a true and correct copy of the complaint filed in *Mass. Mutual Life Ins. Co. v. Residential Funding Co. LLC*, No. 11-cv-30035-KPN, (D. Mass. filed Feb. 9, 2011).

6. Attached hereto as Exhibit E is a true and correct copy an excerpt from the Final Report of the National Commission on the Causes of the Financial and Economic Crisis in the United States, released by the Financial Crisis Inquiry Commission in January 2011.

7. Attached hereto as Exhibit F is a true and correct copy of the 2007 “All Clayton Trending Report.”

8. Attached hereto as Exhibit G are true and correct copies of the credit rating histories for both RAAC Series 2005-SP2 and RASC Series 2007-KS3.

9. Attached hereto as Exhibit H is a true and correct copy of the June 2012 Moody’s Investors Service “Rating Symbols and Definitions.”

10. Attached hereto as Exhibit I is a true and correct copy of the Prospectus Supplement for RASC Series 2006-KS9 Trust (Form 424B5), at S-2 (Oct. 30, 2006).

11. Attached hereto as Exhibit J is a true and correct copy of the complaint in *West Virginia Investment Management Board v. Residential Accredited Loans, Inc.*, No. 2:10-cv-00461 (S.D.W. Va. filed Mar. 4, 2010).

12. Attached hereto as Exhibit K is a true and correct copy of the complaint filed in *Thrivent Financial for Lutherans v. Countrywide Financial Corp.*, No. 27-CV-11-5830 (Minn. 4th Jud. Dist. Mar. 28, 2011).

13. Attached hereto as Exhibit L is a true and correct copy of the Consent Order with the Federal Deposit Insurance Corporation signed on behalf of Ally Financial Inc. by its Chief Executive Officer, Michael Carpenter.

14. Attached hereto as Exhibit M is a true and correct copy of Ally Financial Inc.’s 10-K Annual Report filed on March 28, 2006 (“2005 10-K”).

15. Attached hereto as Exhibit N is a true and correct copy of the Notice of Stipulation and Order Extending Automatic Stay submitted in the above-captioned action by Ally Financial Inc. and Ally Securities LLC on August 10, 2012.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 14, 2012

/s/ Geoffrey C. Jarvis
Geoffrey C. Jarvis